

Presentment Date and Time: September 15, 2008 at 4:00 p.m.

Objection Deadline: September 15, 2008 at 2:00 p.m.

Bonnie Steingart (BS-8004)  
FRIED, FRANK, HARRIS, SHRIVER & JACOBSON LLP  
One New York Plaza  
New York, New York 10004  
Telephone: 212.859.8000  
Facsimile: 212.859.4000

Counsel for the Official Committee of Equity Security Holders

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re:	: Chapter 11
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Delphi Corporation, <u>et al.</u> ,	: Case No. 05-44481 (RDD)
	: (Jointly Administered)
Debtors.	:
	:
	:
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NOTICE OF PRESENTMENT OF ORDER PURSUANT  
TO SECTIONS 328 AND 1103 OF THE BANKRUPTCY  
CODE AND BANKRUPTCY RULE 2014 AUTHORIZING  
THE OFFICIAL COMMITTEE OF EQUITY SECURITY  
HOLDERS TO RETAIN AND EMPLOY FARRELL FRITZ, P.C.  
AS CONFLICTS COUNSEL TO THE EQUITY COMMITTEE  
NUNC PRO TUNC TO AUGUST 5, 2008

PLEASE TAKE NOTICE that on September 3, 2008, the duly appointed official committee of equity security holders (the "Equity Committee") of Delphi Corporation and the other above-captioned debtors (collectively, the "Debtors") filed the annexed application for the entry of an order, pursuant to sections 328 and 1103 of title 11 of the United States Code (the "Bankruptcy Code") and Rule 2014 of the Federal Rules of Bankruptcy Procedure, authorizing and approving the Equity Committee's retention and employment of Farrell Fritz, P.C. ("Farrell Fritz") as conflicts counsel, *nunc pro tunc* to August 5, 2008 (the "Application").

PLEASE TAKE FURTHER NOTICE that if timely written objections are filed, served and received (i) in accordance with this notice or (ii) in accordance with the notice (the “Withdrawal Notice”) with respect to the Motion of Gregory P. Joseph Law Offices LLC to Withdraw as Counsel to the Equity Committee (the “Withdrawal Motion”) filed on September 3, 2008, a hearing to consider approval of the Application will be held on September 23, 2008, at 10:00 a.m. (Prevailing Eastern Time) (the “Hearing”) before the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004.

PLEASE TAKE FURTHER NOTICE that if no written objections to the Application or the Withdrawal Motion are timely filed, served and received in accordance with this notice or the Withdrawal Notice, respectively, the order filed with the Application and attached to this notice will be submitted for signature to the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004 on September 15, 2008 at 4:00 pm. (Prevailing Eastern Time).

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application must (a) be in writing, (b) conform to Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007 And 9014 Establishing Omnibus Hearing Dates and Certain Notice, Case Management, And Administrative Procedures, entered by this court on March 17, 2006, as amended and supplemented (the “Supplemental Case Management Order”) (Docket No. 2883), (c) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) (registered users of the Bankruptcy Court’s case filing system must file electronically, and all other parties in interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based

word processing format), (d) be submitted in hard-copy form directly to the Chambers for the Honorable Robert D. Drain, United States Bankruptcy Judge, and (e) be served upon (i) counsel for the Equity Committee, Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 10004 (Attn: Bonnie Steingart), (ii) counsel to the Debtors, Skadden, Arps, Slate & Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606, (Attn: John Wm. Butler Jr.), (iii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Attn: Brian S. Masumoto), (iv) counsel for the Official Committee of Unsecured Creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Attn: Robert J. Rosenberg and Mark A. Broude), (v) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 (Attn: Kenneth S. Ziman), and (vi) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Attn: Donald S. Bernstein and Brian Resnick), in each case so as to be **received** no later **than 2:00 p.m. (Prevailing Eastern Time) on September 15, 2008.**

PLEASE TAKE FURTHER NOTICE that only those objections made as set forth herein and in accordance with the Supplemental Case Management Order will be considered by the Bankruptcy Court at the Hearing. If no objections to the Application are timely filed and served in accordance with the procedures set forth herein and in the Supplemental Case Management Order, the Bankruptcy Court may enter an order granting the Application **without further notice**. Please note that the notice and presentment procedures set forth herein are not consistent with the protocols followed in the Bankruptcy Court for the Southern District of New York for professionals who are seeking relief under section 328 of the Bankruptcy Code, however, with the consent of the United States Trustee, such notice and presentment procedures will apply in the current circumstances.

Dated: New York, New York  
September 3, 2008

FRIED, FRANK, HARRIS, SHRIVER  
& JACOBSON LLP

By: /s/ Bonnie Steingart  
Bonnie Steingart (BS-8004)

One New York Plaza  
New York, New York 10004  
Telephone: 212.859.8000  
Facsimile: 212.859.4000

*Counsel for the Official Committee of Equity  
Security Holders*

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